

**PUBLIC VERSION OF DOCKET NO. 1115
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	
BIG LOTS, INC., <i>et al.</i>,¹)	Chapter 11
)	
)	Case No. 24-11967 (JKS)
)	(Jointly Administered)
Debtors.)	

**SUPPLEMENTAL DECLARATION OF CLIFF ZUCKER
IN SUPPORT OF THE APPLICATION ORDER UNDER
BANKRUPTCY CODE SECTION 1103 AUTHORIZING THE
EMPLOYMENT AND RETENTION OF FTI CONSULTING, INC.
AS FINANCIAL ADVISOR FOR THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS EFFECTIVE AS OF SEPTEMBER 25, 2024**

Pursuant to 28 U.S.C. § 1746, Cliff Zucker declares as follows:

1. I am a Senior Managing Director with FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”), an international consulting firm. I submit this declaration (the “First Supplemental Declaration”) to supplement my original declaration (the “Original Declaration”) that was submitted in support of the application [Docket No. 554] (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Big Lots, Inc., the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), for an order authorizing the employment and retention of FTI as financial advisor under the terms and conditions set forth in the Application. Except as otherwise noted,² I have personal knowledge of the matters set forth herein.

2. As disclosed in the Original Declaration, Compass Lexecon LLC (“Compass Lexecon”), a wholly owned subsidiary of FTI Consulting, Inc., is engaged by Visa USA Inc., Visa

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin Granville Road, Columbus, OH 43081.

² Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by them.

International Service Association and Visa Inc., and MasterCard Inc. and MasterCard International Inc., and certain other defendants (collectively, the “Defendants”) in that certain multidistrict litigation captioned *In re: Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, MDL No. 1720 (the “MDL Litigation” and the engagement, the “Compass Engagement”). Specifically, Compass Lexecon was engaged to provide support for one of the Defendants’ thirteen expert witnesses, Robert M. Daines, Pritzker Professor of Law and Business at Stanford University.³ The subject matter of Professor Daines’ report was limited to MasterCard’s initial public offering and did not extend to other matters in the litigation. Compass Lexecon has not provided any services in connection with the Compass Engagement since January 2023, and Compass Lexecon is not owed any amounts under the Compass Engagement. For the avoidance of doubt, Compass Lexecon’s work is complete on the Compass Engagement unless Professor Daines is called to testify at trial.

3. Debtor Big Lots, Inc. was one of the plaintiffs in the MDL Litigation. Since the filing of the Original Declaration, however, I have been informed that the Debtors’ case is no longer part of the MDL Litigation and was remanded to the United States District Court for the Southern District of New York in a case captioned: *Target Corp. et al. v. Visa Inc. et al.*, Case No. 13-03477 (S.D.N.Y.) (the “Remanded Litigation”) in July 2024. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

4. Upon information and belief and as disclosed in the Debtors’ supplemental statement of financial affairs [Docket No. 917], the Debtors entered into certain agreements with

³ In addition to being the Pritzker Professor of Business and Law at Standford, Professor Daines is a senior consultant, *i.e.*, an independent contractor, for Compass Lexecon. For the avoidance of doubt, Professor Daines’ engagement by the Defendants was taken in his capacity as a Stanford professor and not in his capacity with Compass Lexecon.

Golden Mantella, LLC (“Mantella”) on or about June 21, 2024 (collectively, the “Mantella Agreement”), pursuant to which the Debtors sold participation interests in their (as yet undetermined) proceeds from the Remanded Litigation. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

5. It is my understanding that the Debtors are selling their remaining rights under the Mantella Agreement to Gateway BL Acquisition, LLC. *See Notice of Successful Bidder for the Sale of the Debtors’ Assets* [Docket No. 661]. Further, I understand the Court has set a hearing to consider approving the sale of the Debtors’ assets for November 21, 2024.

6. As set forth in the Original Declaration, Compass Lexecon provides economic consulting services and operates separately from FTI, with separate management and employees. In most locations, FTI and Compass Lexecon work out of separate office locations.

7. Notwithstanding the foregoing, to maintain the confidentiality of the client information in connection with FTI’s engagement on behalf of the Committee (the “FTI Engagement”), FTI has implemented the following ethical wall procedures: (i) each FTI professional on the FTI Engagement (collectively, the “FTI Professionals”) and the Compass Engagement (collectively, the “Compass Professionals”) shall acknowledge in writing that he or she may receive certain nonpublic information and that he or she is aware of the ethical wall in effect and will follow these ethical wall procedures; (ii) FTI Professionals will not directly or indirectly share any nonpublic information generated by, received from or relating to the

⁴ As set forth in the Mantella Agreement.

⁵ Amounts discussed herein exclude certain amounts due to Debtors’ counsel in the Remanded Litigation.

Committee with Compass Professionals; (iii) Compass Professionals will not directly or indirectly share any nonpublic information generated by, received from, or relating to the Compass Engagement with FTI Professionals, except that a good-faith communication of publicly-available information shall not be presumed to be a breach of the obligations of FTI or any FTI Professional or Compass Professional; (iv) FTI has implemented electronic internal security walls to ensure that only Committee Engagement Professionals and other employees involved with or working on the Committee Engagement have access to the electronic files relating to the Committee Engagement, and to ensure that none of the Committee Engagement Professionals or other employees involved with or working on the Committee Engagement may have access to the electronic files relating to the Compass Engagement; (v) consistent with its ordinary course compliance practice, FTI will periodically audit these software walls and related security for compliance; and (vi) FTI will immediately disclose to the Committee's counsel and the Office of the United States Trustee any material breaches of the procedures described herein. If FTI ceases to act as financial advisor to the Committee, it will continue to follow the procedures set forth above until a plan has been confirmed in the Debtors' chapter 11 cases or the chapter 11 cases have been converted or dismissed.

8. Based on my Original Declaration and the foregoing, I continue to believe that FTI is eligible for retention by the Committee pursuant to Bankruptcy Code section 1103(b).

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 15, 2024.

Cliff Zucker
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